

Policy Related to Board Member Recruitment, Selection and Approval
Adopted July 18, 2011

1. Board Appointment Procedure

The following policy outlines the Metis Voyageur Development Fund's ("MVDF") process for identifying and selecting the appointment of Board Members.

Board Appointment Procedure

1. The Board shall appoint a Governance Committee which shall identify a list of qualified candidates based on identified skills and competencies to fill any Board vacancies. All candidates will be resident of Ontario and will meet the requirements of Article 5 of the By Laws and the *Corporations Act*.
2. The Board will recommend qualified candidates for vacant positions to the Provisional Council of the Métis Nation of Ontario ("PCMNO") based on the following terms:
 - a. For one available position, two recommended candidates will be put forward;
 - b. For two available positions, three recommended candidates will be put forward;
 - c. For three available positions, five recommended candidates will be put forward;
 - d. For four available positions, six recommended candidates will be put forward; and
 - e. For five or more available positions, a minimum of three candidate names beyond the total number required will be put forward.
3. The Board will be mindful of recommending qualified candidates that provide a balanced and diverse set of skills and competencies to provide the experience and perspectives required to fulfill the responsibilities of the Board.
4. The Métis Nation of Ontario through a motion of the PCMNO will appoint individuals to fill positions available on the Board from the names approved by the Board.
5. Board members will continue to hold their positions on the Board until such time as their term has expired and they have been officially replaced, they have been removed pursuant to article 5.12 of the By Laws, they meet one of the criteria set out in article 5.13 of the By Laws, or they resign.

2. Board Member Job Description

Members of the MVDF Board assume a leadership role for the governance and oversight of the Fund and carry with them a significant amount of responsibility. Highlighted below is an overview of the Board Member's primary responsibilities.

General Overview
<p>Accountable to the shareholder and their colleagues on the Board, a Board member acts in a position of trust and is responsible for the effective governance of the organization. Board members are responsible for the establishment of policies and guidelines for the management of the MVDF in accordance with the Fund's mandate and strategic plan.</p>
Primary Responsibilities of a Board Member
<p>Organizational Strategic Planning</p> <p>Responsible for supporting the development and execution of the Strategic Plan of the MVDF.</p> <p>Risk Management</p> <p>Each Board member will develop an understanding of the business and financial risk profile of the Fund. They are responsible for identifying the organization's principal risks and implications as well as ensuring that appropriate systems are in place to manage and mitigate risk.</p> <p>Financial Management</p> <p>Board members are responsible for establishing policies, approving and ensuring operational compliance. Where applicable, they will contribute to the evaluation and approval of lending opportunities presented by Management and ensure that all decisions are made in a manner consistent with the Fund's strategic direction and policies.</p> <p>Policies and Procedures</p> <p>Oversee the development and implementation of Policies and Procedures for the management of the Fund.</p> <p>Compliance and Reporting</p> <p>Board members will ensure that the Fund is being managed in accordance with relevant internal controls, policies and provincial regulations.</p> <p>*Board members share these responsibilities while acting in the interest of the MVDF. Each member is expected to make recommendations based on his or her experience and perspective. All actions and decisions should be undertaken based on the interests of the MVDF.</p>

3. Board Member Skills and Competencies

The MVDF Board will strive to have a representative mix of skills and competencies to provide a diversity of viewpoints and experience in fulfilling their responsibilities. It is expected that Board will recommend individuals to the PCMNO that seek a balanced and diverse set of skills and competencies to provide the experience and perspectives required to fulfill the responsibilities of the Board. The following three skill and competency categories will be taken into consideration by the Board:

- a) Technical Skills and Experience
- b) General Competencies
- c) Task Based Competencies

A detailed description of each skill and competency category is provided below.

A. Technical Skills and Experience

Technical Skills and Experience for Board Members

Board members will have the experience and skills to work within a new and evolving organization. He or she will be a problem solver capable of developing and advocating solutions. The ideal candidate will have the ability to make strategic business decisions that align with the vision, mission, and objectives of the Fund.

A1. Experience

The ideal candidate will have a demonstrated work history of increasing management and leadership responsibility in financial management, commercial lending, business management, legal, or a related field. Experience in economic development or developmental lending is an asset.

A2. Education

The knowledge, skills and abilities required for a Board Member generally include a post-secondary degree in a related discipline such as financial management, an accounting designation (CA, CMA, CGA, CFA etc.), law, business administration, public administration or other relevant disciplines. Métis entrepreneurs with experience starting and growing a small or medium sized business would be an asset. In addition, individuals with extensive business experience, typically 15 years or more, with no post-secondary education may provide the necessary skills and experience to serve as a Board Member.

A3. Values and Ethics

The candidate will have a high level of personal and professional integrity; He/she will welcome a co-operative and open work environment.

A4. Financial Management

The ideal candidate will combine a good business sense with strong financial management skills, with a sound knowledge of financial and accounting principles. He/she will have the ability to develop and implement management reports, metrics and internal controls that will drive results.

A5. Communication Skills

The candidate will have excellent written and oral communication skills and will be able to communicate successfully with diverse internal and external audiences. The ability to understand or communicate in French would also be an asset.

B. General Competencies for Board Members

Competency Group: <i>Knowledge</i>		
B1	Knowledge of Specific Industry, Organization and its Executive Team	Understands the environment in which the organization operates. Understands the organization's strategy and the respective roles of the shareholder, management and other key stakeholders in operationalizing the strategy.
B2	Knowledge of Board and Role	Understands own responsibilities, accountabilities and liabilities as a Board member. Is knowledgeable of best practice principles associated with board structure and board processes.
Competency Group: <i>Analytical & Technical Skills</i>		
B3	Financial Acumen	Can read and interpret financial reports and materials.
B4	Group Decision making Orientation	Can identify and diminish 'group think' tendencies and recognize decision-making biases in board.
B5	Process Orientation	Makes decisions and seeks outcomes through the consistent application of a logical sequence of steps.
Competency Group: <i>Thinking</i>		
B6	Conceptual Thinking Skills	Makes connections between apparently separate issues: seeing patterns, trends, or relationships; and developing mental frameworks to explain and interpret information.



B7	Independent Thinking Skills	Maintains own convictions despite undue influence, opposition or threat.
B8	Open-Minded/Information Seeking Skills	Values the diverse opinions of others and builds innovation on the basis of other people's views.
Competency Group: <i>Personal Style</i>		
B9	Ambiguity Tolerance	Based on limited information, retains a positive outlook when the group is unable to resolve an issue or reach a conclusion and is willing to make a risk-adjusted decision when the outcomes are uncertain. Seeks decisions that optimize the relationship between risk and reward.
B10	Effective Judgment	Applies common sense, measured reasoning, knowledge and experience to come to a conclusion.
B11	Integrity	Trustworthy and conscientious and can be relied upon to act and speak with consistency and honesty.
B12	Self-awareness	Accurately assesses strengths and weaknesses of self and of others and can manage them successfully.
B13	Bias to Learn	Invests time learning about the organization, its issues and people, and the environment in which the organization operates.
Competency Group: <i>Social Style</i>		
B14	Orientation to Resolve Conflict	Ensures conflict is resolved with justice and fairness in order to restore healthy relationships.
B15	Effective Communication & Listening Skills	Gives and receives information with clarity, attentiveness, understanding and perception.
B16	Influence & Impact Skills	Ability to influence Board members and stakeholders in negotiating and impacting at the organizational level.

C. Task-Based Competencies

The following table outlines a series of task based competencies for Board members.

Competency Group: <i>Relationships to Tasks</i>		
C1	Understanding and evaluating strategic plans and reports presented by the fund's management and transaction proponents	In order to effectively understand and evaluate issues and risks, a Board member must have some knowledge of a firm's capabilities and its competitive environment. Individually, Board members must also understand that their responsibility is to oversee the development of the firm's strategic plan and obtain updates on developments affecting the strategy as opposed to being directly involved in the management process. Some basic level of financial acumen is needed to support this task. Board members must also be able to reach their own independent conclusions based on information provided by transaction proponents and the MVDF's Administration to the Board. This will require an ability to think objectively and with an open-mind in order to see possible trends and patterns or relationships presented by the data which may not be readily apparent in any documentation. Finally, Board members must be able to communicate their feedback in a clear and logical manner.
C2	Monitoring financial performance.	Effective monitoring of financial performance requires Board members to have some degree of financial acumen including the ability to read and interpret financial reports. Some industry/organizational knowledge are required to provide context for the financial data.
C3	Recognizing and validating management's and fellow Board members' underlying decision assumptions.	To be effective in recognizing and validating the decision-making assumptions of others, it is important to have the analytical skills needed to recognize 'group think' dynamics and breakdowns in decision-making logic. Individuals with this skill have a strong level of self-awareness and the ability to examine a situation with a completely objective and open-mind in order to reach independent conclusions.
C4	Selecting, hiring and evaluating the CEO	An effective selection and hiring process requires Board members to be knowledgeable about the organization and exercise their best judgment in making decisions. To establish and effective evaluation process, Board members must have the ability to draw conclusions through the impartial evaluation of other perspectives and views without prejudice or bias.

C5	Setting and negotiating compensation for the CEO	Setting and negotiating compensation requires Board members to exercise effective judgment aided by their industry/company knowledge regarding comparable compensation measures.
C6	Developing effective succession plans for the CEO	An effective succession planning process requires Board members to be knowledgeable about the specific needs of the organization and executive team and to make decisions based on limited data using their best judgment.
C7	Prioritizing relevant risks.	To prioritize risks effectively requires establishing a logical process for first identifying all relevant risks, based on an understanding of the organization, and then determining an acceptable relationship between risk and possible reward which should be used to guide a Board member's decision-making process.
C8	Ensuring appropriate risk levels.	An effective board ensures that their organization has mechanisms in place to prioritize relevant risks and thereby establish and continuously monitor appropriate risk levels.
C9	Supporting and effective and efficient board meeting process.	An effective board meeting process is one which promotes effective and efficient decision-making based on clear, consistent and honest communication, effective judgment and reasoned debate. This process strives for consensus but also supports initiative and accepts opposition. When conflict does arise it is dealt with justice and fairness in order to restore healthy relationships.

Related Policies

The forthcoming Policies and Procedures Manual is anticipated to include related items such as:

- Board Composition
- Oath or Declaration of Office
- Code of Conduct
- Conflict of Interest Guidelines
- Board Chair Selection
- Board Member Terms
- Board Member Removal
- Board Member Indemnification
- Board Member Remuneration
- Board Committees